

UOB-KAY HIAN HOLDINGS LIMITED
(Incorporated In The Republic Of Singapore)
Company Registration No. 200004464C

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at The Penthouse, UOB Limited, 80 Raffles Place, 61st Storey, UOB Plaza 1, Singapore 048624 on Tuesday, 29 April 2008 at 6.00 p.m. for the following purposes:-

Ordinary Business

- 1 To receive and adopt the audited financial statements for the year ended 31 December 2007 and the reports of the directors and auditors thereon.
- 2 To declare a one-tier tax exempt final dividend of 11.89 cents per ordinary share for the year ended 31 December 2007.
- 3 To approve the sum of S\$185,000 as directors' fees for the year ended 31 December 2007. (2006: S\$177,000)
- 4(a) To re-elect Mr Walter Tung Tau Chyr, a director who will retire by rotation pursuant to Article 91 of the Company's Articles of Association and who, being eligible, will offer himself for re-election.

Note: Mr Walter Tung Tau Chyr, if re-elected as a director, will remain a member of the remuneration committee. Mr Tung is an independent director.

- 4(b) To re-elect Mr Neo Chin Sang, a director who will retire by rotation pursuant to Article 91 of the Company's Articles of Association and who, being eligible, will offer himself for re-election.
- 4(c) To re-elect Mr Roland Knecht, a director who will retire by rotation pursuant to Article 91 of the Company's Articles of Association and who, being eligible, will offer himself for re-election.

Note: Mr Roland Knecht, if re-elected as a director, will remain a member and the chairman of the nominating committee. Mr Knecht is an independent director.

Special Business

To consider and, if thought fit, to pass with or without any modifications, the following resolutions as ordinary resolutions:-

- 5 "That Deloitte & Touche be and are hereby appointed as auditors of the Company in place of the retiring auditors, PricewaterhouseCoopers, to hold office until the conclusion of the next annual general meeting of the Company at a remuneration to be fixed by the directors of the Company."

- 6 “That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the directors of the Company to allot and issue shares and convertible securities in the Company (whether by way of rights, bonus or otherwise) at any time and from time to time thereafter to such persons and upon such terms and conditions and for such purposes as the directors may in their absolute discretion deem fit, provided always that the aggregate number of shares and convertible securities to be issued pursuant to this resolution does not exceed 50% of the total number of issued shares excluding treasury shares in the capital of the Company as at the date of the passing of this resolution, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares in the capital of the Company as at the date of the passing of this resolution, and for the purpose of this resolution, the total number of issued shares excluding treasury shares shall be based on the total number of issued shares excluding treasury shares in the capital of the Company at the time this resolution is passed (after adjusting for new shares arising from the conversion or exercise of convertible securities or exercise of share options or vesting of share awards which are outstanding or subsisting at the time this resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's shares), and unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.”
- 7 To transact such other business as can be transacted at an annual general meeting of the Company.

By Order of the Board

Chung Boon Cheow
Secretary

Singapore
[11 April 2008]

Notes

A member entitled to attend and vote at the annual general meeting may appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Company. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 80 Raffles Place #30-01, UOB Plaza 1, Singapore 048624 not less than 48 hours before the time appointed for holding the meeting.

Additional Information For The Ordinary Resolution Set Out In Item 5 Above

- 1 The Company has received a notice from a shareholder of the Company, Mr Tang Wee Loke, nominating Deloitte & Touche for appointment as auditors of the Company in place of the retiring auditors, PricewaterhouseCoopers.
- 2 Pursuant to Rule 1203(5)(a) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“Listing Manual”), PricewaterhouseCoopers have confirmed that they are not aware of any professional or other reasons why Deloitte & Touche should not accept appointment as auditors of the Company.
- 3 Pursuant to Rules 1203(5)(b) and (c) of the Listing Manual, the directors have confirmed that there were no disagreements with PricewaterhouseCoopers on accounting treatments within the last 12 months and they are not aware of any circumstances connected with the proposed change of auditors that should be brought to the attention of the shareholders of the Company.
- 4 Pursuant to Rule 1203(5)(d) of the Listing Manual, the reason for the proposed change of auditors is that the Company has received the notice from Mr Tang Wee Loke nominating Deloitte & Touche as auditors of the Company in place of PricewaterhouseCoopers. Furthermore, the proposed change of auditors is in line with the Group’s on-going efforts to enhance its corporate governance process as it would enable the Group to benefit from fresh perspective and views of another professional firm and also further enhance the value of the audit. PricewaterhouseCoopers will not be seeking re-appointment as auditors of the Company at the annual general meeting.
- 5 The proposed change of auditors has been reviewed and recommended by the audit committee. The directors have also evaluated the experience of the audit team and the resources that Deloitte & Touche will be committing to the audit. After taking into account the size and complexity of the Group’s business, the directors are of the opinion that Deloitte & Touché would be able to meet the audit obligations of the Group. Accordingly, the directors confirm that Rule 712(1) of the Listing Manual has been complied with. Further, the directors have obtained the written consent from Deloitte & Touche to act as auditors of the Company.

Statement Pursuant To Article 54 Of The Company’s Articles Of Association

- 1 The ordinary resolution set out in item 5 above is to appoint Deloitte & Touche as auditors of the Company in place of PricewaterhouseCoopers and to authorise the directors to fix Deloitte & Touche’s remuneration.
- 2 The ordinary resolution set out in item 6 above is to authorise the directors from the date of the above meeting until the date of the next annual general meeting, to allot and issue shares and convertible securities in the Company. The aggregate number of shares and convertible securities which the directors may allot and issue under this resolution shall not exceed 50% of the total number of issued shares excluding treasury shares in the capital of the Company at the time this resolution is passed. For issues of shares and convertible securities other than on a pro rata basis to all shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed 20% of the total number of issued shares excluding treasury shares in the capital of the Company at the time this resolution is passed.